

PACHULSKI STANG ZIEHL & JONES LLP

Jeffrey N. Pomerantz (CA Bar No.143717) (*admitted pro hac vice*)
Ira D. Kharasch (CA Bar No. 109084) (*admitted pro hac vice*)
John A. Morris (NY Bar No. 2405397) (*admitted pro hac vice*)
Gregory V. Demo (NY Bar No. 5371992) (*admitted pro hac vice*)
Hayley R. Winograd (NY Bar No. 5612569) (*admitted pro hac vice*)
10100 Santa Monica Blvd., 13th Floor
Los Angeles, CA 90067
Telephone: (310) 277-6910
Facsimile: (310) 201-0760

HAYWARD PLLC

Melissa S. Hayward
Texas Bar No. 24044908
MHayward@HaywardFirm.com
Zachery Z. Annable
Texas Bar No. 24053075
ZAnnable@HaywardFirm.com
10501 N. Central Expy, Ste. 106
Dallas, Texas 75231
Tel: (972) 755-7100
Fax: (972) 755-7110

Counsel for Highland Capital Management, L.P.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹
Debtor.

HIGHLAND CAPITAL MANAGEMENT, L.P.,
Plaintiff,

vs.

HIGHLAND CAPITAL MANAGEMENT FUND
ADVISORS, L.P., NEXPOINT ADVISORS, L.P.,

§
§ Chapter 11
§
§ Case No. 19-34054-sgj11
§
§
§
§
§ Adversary Proceeding No.
§
§ 21-03000-sgj
§
§
§
§

¹ The Debtor's last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

HIGHLAND INCOME FUND, NEXPOINT	§
STRATEGIC OPPORTUNITIES FUND,	§
NEXPOINT CAPITAL, INC., AND CLO	§
HOLDCO, LTD,	§
Defendants.	§

**DEBTOR’S AMENDED WITNESS AND EXHIBIT LIST WITH RESPECT TO
EVIDENTIARY HEARING TO BE HELD ON JANUARY 26, 2021**

Highland Capital Management, L.P. (the “Debtor”) submits the following amended witness and exhibit list with respect to *Plaintiff’s Emergency Motion for a Temporary Restraining Order and Preliminary Injunction against Certain Entities Owned and/or Controlled by Mr. James Dondero* [Docket No. 9] which the Court has set for hearing at 9:30 a.m. (Central Time) on January 26, 2021 (the “Hearing”) in the above-styled adversary proceeding (the “Adversary Proceeding”).

A. Witnesses:

1. James Dondero;
2. James P. Seery, Jr.;
3. Grant Scott;
4. Jason Post;
5. Any witness identified by or called by any other party; and
6. Any witness necessary for rebuttal.

B. Exhibits:

Letter	Exhibit	Offered	Admitted
A.	Motion for Order Imposing Temporary Restrictions on Debtor’s Ability, as Portfolio Manager, to Initiate Sales by Non-Debtor CLO Vehicles [Docket No. 1528]		
B.	Transcript of 12/16/20 Hearing		

Letter	Exhibit	Offered	Admitted
C.	Order Denying Motion for Order Imposing Temporary Restrictions on Debtor's Ability, as Portfolio Manager, to Initiate Sales by Non-Debtor CLO Vehicles [dkt 1605]		
D.	Email from James Romey dated September 29, 2020		
E.	Structural and Steel Products UCC Presentation dated September 29, 2020		
F.	Aberdeen Loan Funding Offering Memorandum dated as of March 27, 2008		
G.	Aberdeen Loan Funding Indenture dated as of March 27, 2008		
H.	Aberdeen Loan Funding Supplemental Indenture No. 1 dated as of March 27, 2008		
I.	Aberdeen Loan Funding Preference Shares Paying Agency Agreement dated as of March 27, 2008		
J.	Aberdeen Loan Funding Servicing Agreement dated as of March 27, 2008		
K.	Brentwood CLO Offering Memorandum dated as of December 18, 2006		
L.	Brentwood CLO Indenture dated as of December 21, 2006		
M.	Brentwood CLO Preference Shares Paying Agency Agreement Dated as of December 21, 2006		
N.	Brentwood CLO Servicing Agreement dated as of December 21, 2006		
O.	Eastland CLO Offering Memorandum dated as of March 13, 2007		
P.	Eastland CLO Indenture dated as of March 13, 2007		
Q.	Eastland CLO Preference Shares Paying Agency Agreement Dated as of March 13 2007		
R.	Eastland CLO Servicing Agreement dated as of March 13, 2007		

Letter	Exhibit	Offered	Admitted
S.	Gleneagles CLO Offering Memorandum dated as of October 7, 2005		
T.	Gleneagles CLO Indenture dated as of October 13, 2005		
U.	Gleneagles CLO Portfolio Management Agreement dated as of October 13, 2005		
V.	Gleneagles CLO Preference Shares Paying Agency Agreement Dated as of October 13, 2005		
W.	Grayson CLO Offering Memorandum dated as of November 28, 2006		
X.	Grayson CLO Indenture dated as of November 30, 2006		
Y.	Grayson CLO Preference Shares Paying Agency Agreement dated as of November 30, 2006		
Z.	Grayson CLO Servicing Agreement dated as of November 30, 2006		
AA.	Grayson CLO Amendment No. 1 to Servicing Agreement dated as of October 2, 2007		
BB.	Greenbriar CLO Offering Memorandum dated as of December 18, 2007		
CC.	Greenbriar CLO Indenture dated as of December 20, 2007		
DD.	Greenbriar CLO Preference Shares Paying Agency Agreement Dated as of December 20, 2007		
EE.	Greenbriar CLO Servicing Agreement dated as of December 20, 2007		
FF.	Jasper CLO Offering Memorandum dated as of June 27, 2005		
GG.	Jasper CLO Amended and Restated Portfolio Management Agreement dated as of November 30, 2005		
HH.	Jasper CLO Indenture dated as of June 29, 2005		

Letter	Exhibit	Offered	Admitted
II.	Jasper CLO Preference Shares Paying Agency Agreement dated as of June 29, 2005		
JJ.	Liberty CLO Offering Memorandum dated as of December 7, 2005		
KK.	Liberty CLO Indenture dated as of December 8, 2005		
LL.	Liberty CLO Class E Certificate Paying Agency Agreement dated as of December 8, 2005		
MM.	Liberty CLO Portfolio Management Agreement dated as of December 8, 2005		
NN.	Red River CLO Offering Memorandum dated as of July 31, 2006		
OO.	Red River CLO Indenture dated as of August 3, 2006		
PP.	Red River CLO Amendment No. 1 to Indenture dated as of October 2, 2007		
QQ.	Red River CLO Preference Shares Paying Agency Agreement dated as of August 3, 2006		
RR.	Red River CLO Servicing Agreement dated as of August 3, 2006		
SS.	Red River CLO Amendment No. 1 to Servicing Agreement dated as of October 2, 2007		
TT.	Rockwall CLO Offering Circular (Notes) dated May 8, 2006		
UU.	Rockwall CLO Offering Circular (Preferred Share) dated May 8, 2006		
VV.	Rockwall CLO Indenture dated as of May 10, 2006		
WW.	Rockwall CLO Amendment No. 1 to Indenture dated as of October 2, 2007		
XX.	Rockwall CLO Preference Shares Paying and Agency Agreement dated as of May 10, 2006		

Letter	Exhibit	Offered	Admitted
YY.	Rockwall CLO Servicing Agreement dated as of May 10, 2006		
ZZ.	Rockwall CLO Amendment No. 1 to Servicing Agreement dated as of October 2, 2007		
AAA.	Rockwall CLO II Offering Circular (Notes) dated May 8, 2007		
BBB.	Rockwall CLO II Offering Circular (Preferred Share) dated May 8, 2007		
CCC.	Rockwall CLO II Indenture dated as of May 9, 2007		
DDD.	Rockwall CLO II Preference Shares Paying and Agency Agreement dated as of May 9, 2007		
EEE.	Rockwall CLO II Servicing Agreement dated as of May 9, 2007		
FFF.	Southfork CLO Offering Memorandum dated as of March 9, 2005		
GGG.	Southfork CLO Indenture dated as of March 15, 2005		
HHH.	Southfork CLO Portfolio Management Agreement dated as of March 15, 2005		
III.	Southfork CLO Preference Shares Paying Agency Agreement dated as of March 15, 2005		
JJJ.	Stratford CLO Offering Memorandum dated as of October 22, 2007		
KKK.	Stratford CLO Indenture dated as of October 25, 2007		
LLL.	Stratford CLO Preference Shares Paying and Agency Agreement dated as of October 25, 2007		
MMM.	Stratford CLO Servicing Agreement dated as of October 25, 2007		
NNN.	Valhalla CLO Offering Circular dated as of August 17, 2004		

Letter	Exhibit	Offered	Admitted
OOO.	Valhalla CLO Indenture dated as of August 18, 2004		
PPP.	Valhalla CLO Supplemental Indenture dated as of July 25, 2016		
QQQ.	Valhalla CLO Reference Portfolio Management Agreement dated as of August 1, 2016		
RRR.	Westchester CLO Offering Memorandum dated as of May 30, 2007		
SSS.	Westchester CLO Indenture dated as of May 31, 2007		
TTT.	Westchester CLO Preference Shares Paying Agency Agreement dated as of May 31, 2007		
UUU.	Westchester CLO Servicing Agreement dated as of May 31, 2007		
VVV.	NexPoint Strategic Opportunities Fund, Form N-2 Registration Statement, filed August 27, 2019		
WWW.	NexPoint Strategic Opportunities Fund, Form DEF-14A Proxy Statement, filed July 10, 2020		
XXX.	NexPoint Capital, Inc., Form 497 Prospectus Supplement, filed March 14, 2018		
YYY.	NexPoint Capital, Inc. Form DEF-14A Proxy Statement, filed April 22, 2020		
ZZZ.	Highland Income Fund, Form 497 Prospectus Supplement, filed July 29, 2019		
AAAA.	Highland Income Fund, Form DEF-14A Proxy Statement, filed April 22, 2020		
BBBB.	Written Consent of the General Partner of Highland Capital Management, L.P., Effective September 21, 2020		
CCCC.	List of Board Memberships		
DDDD.	Response to K&L Gates LLP dated December 22, 2020 [Dondero Deposition Exhibit 12] [Grant Scott Deposition Exhibit 3]		

Letter	Exhibit	Offered	Admitted
EEEE.	Response to K&L Gates LLP dated December 23, 2020 [Dondero Deposition Exhibit 13] [Grant Scott Deposition Exhibit 4]		
FFFF.	Letter from K&L Gates to J. Pomerantz dated December 31, 2020 [Grant Scott Deposition Exhibit 5]		
GGGG.	Response to Letter from K&L Gates to J. Pomerantz dated December 31, 2020		
HHHH.	Highland CLO Funding Articles of Incorporation [TO BE OFFERED UNDER SEAL]		
IIII.	Highland CLO Funding Members Agreement [TO BE OFFERED UNDER SEAL]		
JJJJ.	Highland CLO Funding Offering Memorandum [TO BE OFFERED UNDER SEAL]		
KKKK.	Highland CLO Funding Portfolio Management Agreement [TO BE OFFERED UNDER SEAL]		
LLLL.	Highland CLO Funding Subscription and Transfer Agreement [TO BE OFFERED UNDER SEAL]		
MMMM.	Declaration of Dustin Norris [Docket No. 1522-1]		
NNNN.	Transcript of 01/08/21 Hearing		
OOOO.	Order Approving Settlement with Official Committee of Unsecured Creditors Regarding Governance of the Debtor and Procedures for Operations in the Ordinary Course [Docket No. 339]		
PPPP.	Written Resolutions of Charitable DAF GP, LLC		
QQQQ.	Written Resolutions of Charitable DAF Holdco, Ltd		
RRRR.	Highland Dallas Foundation - Unanimous Written Consent [Grant Scott Deposition Exhibit 2]		
SSSS.	Donative Assignment of Interests		
TTTT.	Email string dated December 23, 2020 re Dondero call		

Letter	Exhibit	Offered	Admitted
UUUU.	Highland CLO HoldCo Org Chart [Grant Scott Deposition Exhibit 1]		
VVVV.	Seery Handwritten Notes		
WWWW.	Dondero text to Seery		
XXXX.	Temporary Restraining Order Against Dondero [Adv. Proc. No. 20-3190, Docket No. 10]		
YYYY.	Plaintiff's Motion for Contempt [Adv. Proc. No. 20-3190, Docket No. 48]		
ZZZZ.	Dondero Preliminary Injunction Order [Adv. Proc. No. 20-3190, Docket No. 59]		
AAAAA.	Transcript of 12/10/20 Hearing		
BBBBB.	AVYA Stock Price Data		
CCCCC.	SKY Stock Price Data		
DDDDD.	HCMLP - Previous Day Trades 01/29/20 [REDACTED]		
EEEEEE.	HCMLP - Previous Day Trades 02/10/20 [REDACTED]		
FFFFF.	HCMLP - Previous Day Trades 02/14/20 [REDACTED]		
GGGGG.	HCMLP - Previous Day Trades 04/15/20 [REDACTED]		
HHHHH.	HCMLP - Previous Day Trades 04/17/20 [REDACTED]		
IIIII.	HCMLP - Previous Day Trades 08/27/20 [REDACTED]		
JJJJJ.	HCMLP - Previous Day Trades 09/02/20 [REDACTED]		

Letter	Exhibit	Offered	Admitted
KKKKK.	HCMLP - Previous Day Trades 10/07/20 [REDACTED]		
LLLLL.	HCMLP - Previous Day Trades 10/08/20 [REDACTED]		
MMMMM	HCMLP - Previous Day Trades 10/09/20 [REDACTED]		
NNNNN.	HCMLP - Previous Day Trades 11/24/20 [REDACTED]		
OOOOO.	Jefferies Trade Confirmations 12/18/20		
PPPPP.	Jefferies Trade Confirmations 12/21/20		
QQQQQ.	Jefferies Trade Confirmations 12/22/20		
RRRRR.	Jefferies Trade Confirmations 12/30/20		
SSSSS.	Jefferies Trade Confirmations 12/31/20		
TTTTT.	Any document entered or filed in the Adversary Proceeding, including any exhibits thereto		
UUUUU.	Any document entered or filed in the Debtor's chapter 11 bankruptcy case, including any exhibits thereto		
VVVVV.	All exhibits necessary for impeachment and/or rebuttal purposes		
WWWWW	All exhibits identified by or offered by any other party at the Hearing		

Dated: January 25, 2021.

PACHULSKI STANG ZIEHL & JONES LLP

Jeffrey N. Pomerantz (CA Bar No.143717)
Ira D. Kharasch (CA Bar No. 109084)
John A. Morris (NY Bar No. 2405397)
Gregory V. Demo (NY Bar 5371992)
Hayley R. Winograd (NY Bar No. 5612569)
10100 Santa Monica Blvd., 13th Floor
Los Angeles, CA 90067
Telephone: (310) 277-6910
Facsimile: (310) 201-0760
E-mail: jpomrantz@pszjlaw.com
ikharasch@pszjlaw.com
jmorris@pszjlaw.com
gdemo@pszjlaw.com

-and-

HAYWARD PLLC

/s/ Zachery Z. Annable
Melissa S. Hayward
Texas Bar No. 24044908
MHayward@HaywardFirm.com
Zachery Z. Annable
Texas Bar No. 24053075
ZAnnable@HaywardFirm.com
10501 N. Central Expy, Ste. 106
Dallas, Texas 75231
Tel: (972) 755-7100
Fax: (972) 755-7110

Counsel for Highland Capital Management, L.P.